



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
General Counsel - Corporate

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June 20 1996

JUL 12 1996 3 55 PM

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 12 3 47 PM '96

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Board's Rules, I submit herewith for recording with the Board three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of June 10, 1996. The primary document to which this is connected is recorded under Recordation No. 13099.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Citibank, N.A.
120 Wall Street
New York, NY 10043

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
100	Covered Coil Cars		62300-62399
211	Open Top Hopper Cars		352162-352372
24	Diesel-Electric Locomotives	B-B	4000-4023

A fee of \$21.00 is enclosed. Please return two of the original counterparts, stamped with the Board's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated June 10, 1996, to terminate Equipment Trust Agreement with Recordation No. 13099, dated June 1, 1980, covering 100 covered coil cars numbered 62300-62399, 211 open top hopper cars numbered 352162-352372 and 24 diesel-electric locomotives numbered 4000-4023, all inclusive.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J.G. Lane", with a long horizontal flourish extending to the right.

J. Gary Lane

jgl
encl.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

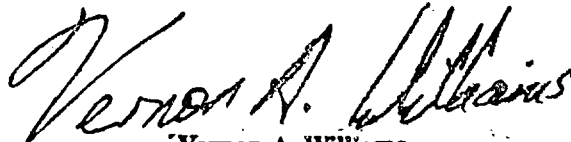
7/12/96

J. Gary Lane
General Counsel- Corporate
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/12/96 at 3:55PM, and assigned recordation number(s). 13099-J.

Sincerely yours,

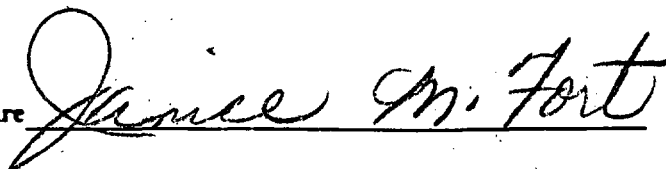


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



SOUTHERN RAILWAY EQUIPMENT TRUST
No. 3 of 1981

13099-5
JUL 12 1996 - 8 51 PM

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N. A. (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of June 1, 1981, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 3 of 1981 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and any dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

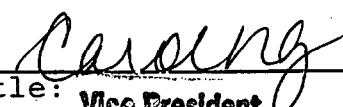
WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad and its subsidiary companies as their interests may appear, and its or their successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its authorized officers under its corporate seal attested by one of its authorized officers, this 10th day of JUNE, 1996.

CITIBANK, N. A.

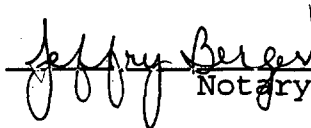
By: 
Title: **Vice President**

ATTEST:


Title: **Vice President**

STATE OF *NEW YORK*)
COUNTY OF *NEW YORK*)

On this *10th* day of *JUNE*, 1996, before me,
a Notary Public, personally appeared **P. DeFELICE**,
to me personally known, who, being by me duly sworn, says he is a
Vice President of Citibank, N. A., that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors, and
he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.



Notary Public

My commission expires:

JEFFRY BERGER
Notary Public, State of New York
No. 01BE5015814
Qualified in Kings County
Commission Expires July 26, 19*97*